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December 5, 2005

**BY HAND AND ECFS**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
Office of the Secretary  
445-12th Street, SW  
Washington, D.C. 20054

Re: In the Matter of Cypress Communications Operating Company, Inc.  
Application for Consent to Transfer of Control of a Company Holding an  
International Authorization and a Blanket Domestic Authorization  
Pursuant to Section 214 of the Communications Act of 1934, as Amended  
File No. ITC-T/C-20041112-00448  
WC Docket No. 04-418

Dear Ms Dortch:

On June 28, 2005, in Public Notice DA 05-1850, the Commission granted the application for transfer of control of Cypress Communications Operating Company, Inc. that is captioned above. Grant of authority was conditioned upon compliance with the terms of the June 17, 2005 agreement ("Agreement") by and between Cypress Communications Holding Company, Inc. ("Cypress Holding"); TechInvest Holding Company, Inc. ("THC"); Arcapita Investment Management Limited ("AIM"); Arcapita Bank B.S.C.(c) ("Arcapita"); the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"); the U.S. Department of Homeland Security ("DHS"); and the U.S. Department of the Treasury ("Treasury"). Cypress Holding, THC, AIM, and Arcapita are referred to collectively herein as "Cypress."

By this letter, Cypress requests that the Commission replace the copy of the Agreement that currently resides in the Commission's docket files with the attached copy. The Agreement that is currently on file with the Commission does not accurately reflect the

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intentions of Cypress in adopting the Agreement, and DOJ, FBI, DHS, and Treasury have recently agreed to modify it to reflect Cypress's position. The modification is essentially a matter of form and does not alter the substantive commitments made by Cypress. Accordingly, the Agreement as revised and attached to this letter is deemed by Cypress, DOJ, FBI, DHS, and Treasury to have been made as of the date of the original Agreement, *i.e.*, June 17, 2005. Thus, the attached Agreement is not an amendment to the original Agreement but a substitute for it. The original Agreement is no longer in effect. As such, Cypress believes the public interest would be served if the Commission were to remove the original Agreement from the Commission's files and replace it with the attached version, as it would prevent the public from mistakenly consulting and relying upon a document that is no longer effective.

I am authorized to state that DHS, DOJ, FBI, and Treasury have no objection to this request. Please contact the undersigned counsel if you have any questions regarding this matter.

Sincerely,



Joan M. Griffin

cc: David Krech  
Alex Johns  
Susan O'Connell  
Jodi Cooper  
Louis Brenner (DHS)  
John LoGalbo (DOJ)  
Joan Koetze (Treasury)